

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<hr/> In re: AGILON ENERGY HOLDINGS II LLC, <i>et al.</i> Debtors.¹ <hr/>	§ § § § § § §	Chapter 11 Case No. 21-32156 (MI) (Jointly Administered)
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**ENERGY RESOURCE MANAGEMENT LLC DBA ERM CAPITAL'S AND
INDEPENDENT BROKERAGE SOLUTIONS LLC'S FIRST INTERIM FEE
APPLICATION FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM JULY 6, 2021 THROUGH SEPTEMBER 30, 2021**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one days from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

¹ The debtors and debtors in possession in these Chapter 11 Cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Agilon Energy Holdings II LLC (3389), Case No. 21-32156; Victoria Port Power LLC (4894), Case No. 21-32157; and Victoria City Power LLC (4169), Case No. 21-32158. The Debtors' mailing address is: 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

Name of Applicant:	Energy Resource Management LLC dba ERM Capital and Independent Brokerage Solutions LLC	
Applicant's Role in Case:	Investment Banker to the Debtors	
Docket No. of Employment Order(s):	Docket No. 156	
Nature of Fee Arrangement (monthly, success fee, contingent litigation fee, etc.)	Monthly and success fee	
Interim Application (X) No. 1st Final Application ()		
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	July 6, 2021	September 30, 2021
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (Y) Y/N		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (Y) Y/N		
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? (Y) Y/N		
Do expense reimbursements represent actual and necessary expenses incurred? (Y) Y/N		
Compensation Breakdown for Time Period Covered by this Application		
Total fees requested in this Application:	\$84,194.00	
Total expense reimbursements requested in this Application:	\$4,816.23	
Total fees and expenses requested in this Application:	\$89,010.23	
Total fees awarded in all prior Applications:	\$0.00	
Total expenses awarded in all prior Applications:	\$0.00	
Plan Status: The Debtors are currently in the process of marketing their assets for a sale. At this time, the Debtors anticipate their combined plan and disclosure statement will be filed by December 21, 2021.		
Primary Benefits: ERM Capital was engaged to provide investment banking services related to the sale of the Debtors' assets. ERM Capital conducted due diligence, visited the sites, met with the Debtors restructuring officer and advisors and prepared marketing materials for the asset sale. ERM commenced a sales process in early September 2021 to identify one or more stalking horse bidders. ERM contacted over 150 potential bidders and over 25 confidentiality agreements (CA) have been executed. ERM made available to each party under CA a confidential information memorandum and a virtual data room providing critical due diligence information related to the Debtors and the assets.		

Dated: October 12, 2021

Respectfully submitted,

/s/ Simon R. Mayer

Elizabeth M. Guffy

Texas Bar No. 08592525

Simon R. Mayer

Texas Bar No. 24060243

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Attorneys for

Agilon Energy Holdings II LLC, et al.

CERTIFICATE OF SERVICE

I hereby certify that on October 12, 2021, a true and correct copy of the foregoing document was filed and served (i) via the Court's electronic case filing and noticing system to all parties registered to receive electronic notices in this matter and (ii) via electronic mail on the following Fee Notice Parties in accordance with the Interim Compensation Order:

- (a) The Debtors c/o Agilon Energy Holdings II LLC,
Attn: Hugh Smith (hugh.smith@readisuite.com);
- (b) The attorneys for the Debtors, Locke Lord LLP,
Attn: Elizabeth M. Guffy and Simon R. Mayer (eguffy@lockelord.com,
and simon.mayer@lockelord.com);
- (c) The attorneys for the Senior Secured Noteholders,
(A) Morgan, Lewis & Bockius LLP, Attn: Julia Frost-Davies, David
Lawton, and David M. Riley (Julia.frost-davies@morganlewis.com,
david.lawton@morganlewis.com, and david.riley@morganlewis.com) and
(B) Gray Reed & McGraw LLP, Attn: Paul D. Moak and Amber M.
Carson (pmoak@grayreed.com and acarson@grayreed.com);
- (d) The Office of the United States Trustee for the Southern District of Texas,
Attn: Stephen Statham and Jana S. Whitworth
(stephen.statham@usdoj.com and jana.whitworth@usdoj.com); and
- (e) The proposed attorneys for the Creditors' Committee, Pachulski Stang
Ziehl & Jones LLP,
Attn: Michael Warner and Benjamin Wallen (mwarner@pszjlaw.com and
bwallen@pszjlaw.com).

/s/ Simon R. Mayer

Simon R. Mayer

Calculation of Fee Due (Non-Hourly)

Month	Monthly Amount
July	\$24,194.00 ²
August	\$30,000.00
September	\$30,000.00
Total:	\$84,194.00

² ERM's monthly fee is a set fixed amount of \$30,000.00, prorated in July to represent a July 6, 2021 engagement date.

Itemized List of Expenses

July Fees	
Expense Category	Amount
Transportation: Taxi	\$ 52.30
Transportation: Gas	\$ 44.37
Transportation: Rental Car	\$ 178.43
Lodging: Hotel	\$ 410.02
Transportation: Airplane	\$ 716.80
Meal	\$ 12.89
Meal	\$ 16.72
Meal	\$ 225.00
Meal	\$ 63.76
Meal	\$ 12.72
Meal	\$ 7.74
Transportation: Taxi	\$ 51.42
Communication: WIFI	\$ 10.00
Communication: WIFI	\$ 10.00
Communication: WIFI	\$ 10.00
TOTAL	\$ 1,822.17

August Fees	
Expense Category	Amount
None	\$ 0.00
TOTAL	\$ 0.00

September Fees	
Expense Category	Amount
Firmex Data Room (Invoice #31824, dated 9/27/2021)	
Total Service Fees	\$2,750.00
Tax	\$244.06
TOTAL	\$ 2,994.06